

**Exhibit A**

KRAMER LEVIN NAFTALIS & FRANKEL LLP

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NEW YORK, NY 10036  
PHONE 212.715.9100  
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February 27, 2009

W.R. GRACE & CO. EQUITY COMMITTEE

When remitting,  
please reference:  
Invoice Number: 513671  
056772

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**CLIENT SUMMARY - 056772 - W.R. GRACE & CO. EQUITY COMMITTEE**

**056772-00001/CASE ADMINISTRATION**

FEES.....	\$2,832.00
DISBURSEMENTS .....	207.68
MATTER TOTAL.....	\$3,039.68

**056772-00005/BANKR. MOTIONS**

FEES.....	\$0.00
DISBURSEMENTS .....	7.76
MATTER TOTAL.....	\$7.76

**056772-00007/REORGANIZATION PLAN**

FEES.....	\$10,192.00
DISBURSEMENTS .....	0.00
MATTER TOTAL.....	\$10,192.00

**056772-00008/FEE APPLICATIONS, APPLICANT**

FEES.....	\$1,680.00
DISBURSEMENTS .....	7.65
MATTER TOTAL.....	\$1,687.65

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Amounts due may be remitted by wire transfer.

To: Citibank, N.A.  
Citicorp Center 153 E. 53rd Street NY, N.Y. 10043  
ABA #021000089

Account: Kramer Levin Naftalis & Frankel LLP Money Market A/C 37613572  
By Order of: Invoice No. 513671  
Citibank Contact: Deborah Hosking (212) 559-8634

TIME AND DISBURSEMENT AMOUNTS POSTED AFTER THE BILLING PERIOD SHOWN  
ON THIS INVOICE WILL APPEAR ON A SUBSEQUENT INVOICE.

DUE AND PAYABLE UPON RECEIPT. THE LEGAL RATE OF INTEREST WILL BE  
CHARGED FOR BALANCES OUTSTANDING OVER 30 DAYS.  
TAX ID# 13-1944339

**056772-00015/PLAN AND DISCLOSURE STATEMENT**

FEES.....	\$31,464.00
DISBURSEMENTS .....	<u>442.00</u>
MATTER TOTAL.....	\$31,906.00

**056772-00019/HEARINGS**

FEES.....	\$3,329.50
DISBURSEMENTS .....	<u>0.00</u>
MATTER TOTAL.....	\$3,329.50

**056772-00022/TAX ISSUES**

FEES.....	\$7,748.50
DISBURSEMENTS .....	<u>109.82</u>
MATTER TOTAL.....	\$7,858.32
CLIENT GRAND TOTAL.....	<u>\$58,020.91</u>

W.R. GRACE & CO. EQUITY COMMITTEE  
056772-00001February 27, 2009  
Invoice No. 513671**CASE ADMINISTRATION****DETAIL OF SERVICES**

<b><u>DATE</u></b>	<b><u>TIMEKEEPER</u></b>	<b><u>DESCRIPTION</u></b>	<b><u>HOURS</u></b>	<b><u>AMOUNT</u></b>
01/06/09	MAYER, THOMAS MOERS	Call with Robert Giavone of Morgan Stanley.	0.10	93.00
01/06/09	BLABEY, DAVID E	Review days' docket filings.	0.20	112.00
01/06/09	MANNAL, DOUGLAS	Tel/email with Ted Weschler and equity holders re PPI litigation (.7); review equity restriction term sheet (1.3); tel/email with B. Herzog re same (.5)	2.50	1,675.00
01/08/09	BLABEY, DAVID E	Review new filings (.2); exchange emails with D. Mannal and C. Bruens re revised confirmation schedule (.1); exh email with client re new confirmation schedule (.2).	0.50	280.00
01/09/09	BLABEY, DAVID E	Review days' case filings.	0.10	56.00
01/14/09	BLABEY, DAVID E	Email to P. Bentley and D. Mannal re substance of Grace hearing.	0.60	336.00
01/21/09	BLABEY, DAVID E	Summarize revised CMO and implications in email to client.	0.50	<u>280.00</u>
<b>TOTAL HOURS AND FEES</b>			<b><u>4.50</u></b>	<b><u>\$2,832.00</u></b>

**SUMMARY OF DISBURSEMENTS AND OTHER CHARGES**

<b><u>DESCRIPTION</u></b>	<b><u>AMOUNT</u></b>
DOCUMENT RETRIEVAL FEES	<u>207.68</u>
<b>TOTAL DISBURSEMENTS AND OTHER CHARGES</b>	<b><u>\$207.68</u></b>
<b>TOTAL FOR THIS MATTER</b>	<b><u>\$3,039.68</u></b>

W.R. GRACE & CO. EQUITY COMMITTEE  
056772-00005February 27, 2009  
Invoice No. 513671**BANKR. MOTIONS****SUMMARY OF DISBURSEMENTS AND OTHER CHARGES**

<u>DESCRIPTION</u>	<u>AMOUNT</u>
MESSENGER/COURIER	<u>7.76</u>
<b>TOTAL DISBURSEMENTS AND OTHER CHARGES</b>	<b><u>\$7.76</u></b>
<b>TOTAL FOR THIS MATTER</b>	<b><u>\$7.76</u></b>

**REORGANIZATION PLAN****DETAIL OF SERVICES**

<b><u>DATE</u></b>	<b><u>TIMEKEEPER</u></b>	<b><u>DESCRIPTION</u></b>	<b><u>HOURS</u></b>	<b><u>AMOUNT</u></b>
01/05/09	MANNAL, DOUGLAS	Tel/email with equity holders re status of disclosure statement and draft CMO (.5)	0.50	335.00
01/12/09	MANNAL, DOUGLAS	O/c w/Blabey re Grace hearing (.1); attn to revised CMO and tax term sheet (.7)	0.80	536.00
01/12/09	BLABEY, DAVID E	Review matters scheduled for hearing on wednesday (.6) and email P. Bentley re same (.2); meet-and-confer re CMO revisions (.7) and email to P. Bentley and D. Mannal re same (.1).	1.60	896.00
01/12/09	BENTLEY, PHILIP	Discs D. Blabey and trade emails re hearing.	0.20	152.00
01/14/09	BENTLEY, PHILIP	Trade emails	0.10	76.00
01/16/09	BENTLEY, PHILIP	Trade emails	0.20	152.00
01/21/09	BENTLEY, PHILIP	Trade emails	0.10	76.00
01/23/09	MANNAL, DOUGLAS	O/c w/D Blabey re discovery responses (.3) and review plans to address same (1.2); o/c w/P Bentley re same (.2)	1.70	1,139.00
01/23/09	BENTLEY, PHILIP	Discs Doug Mannal and David Blabey (.2), and trade emails (.2), re discovery responses	0.40	304.00
01/25/09	MANNAL, DOUGLAS	Email with D. Blabey re discovery requests (.1); attn same (!)	1.10	737.00
01/26/09	MANNAL, DOUGLAS	Numerous tel/emails with equity holders re CMO and plan and DS (.7); attn to discovery requests (.3); review revised disclosure statement (.5)	1.50	1,005.00
01/28/09	MANNAL, DOUGLAS	Attn to amended plan and disclosure statement (2.9); o/c with D. Blabey re same (.4)	3.30	2,211.00
01/29/09	MANNAL, DOUGLAS	Attn to discovery responses (.7)	0.70	469.00
01/29/09	BENTLEY, PHILIP	Trade emails re confirmation and discovery issues	0.30	228.00
01/30/09	MANNAL, DOUGLAS	Attn to Amended Grace plan and DS (1.8) attn to discovery responses (.6) and discs D. Blabey re same (.4).	2.80	1,876.00

**TOTAL HOURS AND FEES****\$15.30 \$10,192.00****TOTAL FOR THIS MATTER****\$10,192.00**

W.R. GRACE & CO. EQUITY COMMITTEE  
056772-00008February 27, 2009  
Invoice No. 513671**FEE APPLICATIONS, APPLICANT****DETAIL OF SERVICES**

<b><u>DATE</u></b>	<b><u>TIMEKEEPER</u></b>	<b><u>DESCRIPTION</u></b>	<b><u>HOURS</u></b>	<b><u>AMOUNT</u></b>
01/21/09	BLABEY, DAVID E	Review bill in prep for fee application.	0.10	56.00
01/23/09	BLABEY, DAVID E	Review bill for Grace fee application.	0.40	224.00
01/27/09	BLABEY, DAVID E	Review bills for fee application.	0.80	448.00
01/28/09	BLABEY, DAVID E	Review bills (.5) and draft fee application (1.2).	1.70	952.00

<b>TOTAL HOURS AND FEES</b>	<b><u>3.00</u></b>	<b><u>\$1,680.00</u></b>
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**SUMMARY OF DISBURSEMENTS AND OTHER CHARGES**

<b><u>DESCRIPTION</u></b>	<b><u>AMOUNT</u></b>
MESSENGER/COURIER	<u>7.65</u>

<b>TOTAL DISBURSEMENTS AND OTHER CHARGES</b>	<b><u>\$7.65</u></b>
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<b>TOTAL FOR THIS MATTER</b>	<b><u>\$1,687.65</u></b>
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**PLAN AND DISCLOSURE STATEMENT****DETAIL OF SERVICES**

<b><u>DATE</u></b>	<b><u>TIMEKEEPER</u></b>	<b><u>DESCRIPTION</u></b>	<b><u>HOURS</u></b>	<b><u>AMOUNT</u></b>
01/07/09	BLABEY, DAVID E	Review expert reports submitted by Libby Claimants and ACC (4.7) and draft memo to client re same (1).	5.70	3,192.00
01/08/09	BLABEY, DAVID E	Review and consider FIC discovery requests (.8) and research case law re same (1); review and consider Scotts discovery requests (.5) and research case law relevant to same (1); draft responses to Libby interrogatories (3.5) and research case law w/r/to same (1.2).	8.00	4,480.00
01/09/09	BLABEY, DAVID E	Review Owens-Illinois discovery requests (1.3) and draft responses to interrogatories (.5); draft responses to Libby interrogatories (2.1).	3.90	2,184.00
01/14/09	BLABEY, DAVID E	Review TDP to answer Libby interrogatories (1.3); draft responses to Libby interrogatories (3).	4.30	2,408.00
01/15/09	BLABEY, DAVID E	Edit responses to Libby rogs (.1); draft responses to Owen Illinois rogs and rfas (3.6).	3.70	2,072.00
01/16/09	BLABEY, DAVID E	Draft responses to Owens Illinois disc requests (.5) and FIC interrogatories (2.5) and review case law relevant thereto (.5).	3.50	1,960.00
01/23/09	SCHULMAN, BRENDAN M.	Conversation D. Blabey re electronic discovery and document request (0.2);	0.20	130.00
01/23/09	BLABEY, DAVID E	Discs P. Bentley (.2) and D. Mannal (.3) re document discovery; discs A. Running re doc disc (.1); discs B. Schulman re doc disc (.2).	0.80	448.00
01/26/09	SCHULMAN, BRENDAN M.	Telephone conversation D. Blabey re electronic discovery procedures and suggested strategies re document request (0.6);	0.60	390.00
01/26/09	BLABEY, DAVID E	Review revised drafts of Plan and Disc St (1.7); discs w/ B. Schulman (.6) re document requests. Summarize document requests received (1.5) and email to client re implications (.8).	4.60	2,576.00
01/27/09	BLABEY, DAVID E	Review revised disclosure statement (.9) and revised plan (.4).	1.30	728.00

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
01/28/09	BLABEY, DAVID E	Review revised disclosure statement (4.4) PD settlement trust agreement (.6) draft voting procedures (.5); discuss revisions to plan and disclosure statement with D. Mannal (.4); email to B. Herzog re trading restrictions term sheet (.1).	6.00	3,360.00
01/28/09	BLABEY, DAVID E	Review outstanding discovery requests (2.3) and email to A. Running (.1) and P. Bentley and D. Mannal (.1) re same.	2.50	1,400.00
01/29/09	SCHULMAN, BRENDAN M.	Discussion D. Blabey re background and discovery requests;	0.30	195.00
01/29/09	BLABEY, DAVID E	Draft summary of disc st and plan modifications for client (1.8); emails to P. Bentley and D. Mannal re document discovery (.3); emails to B. Schulman re document discovery (.1) and conversations re same (.2); email to A. Running re discovery (.1); formulate search paramets for document discovery (2.9).	5.40	3,024.00
01/30/09	SCHULMAN, BRENDAN M.	Review summary of document request topics (0.3); review proposed search protocols (0.2); confer D. Blabey (0.2); telephone call T. Weschler to confer on e-discovery and document request strategy (0.4); further discussions with D. Blabey (0.2);	1.30	845.00
01/30/09	BLABEY, DAVID E	Review share issuance agreement (.3); conversations with D. Mannal re document discovery (.4); conversations with B. Schulman re document discovery (.4; call with client re document discovery (.4); memo to P. Bentley and D. Mannal re document searches (.8); review Scotts Company document requests (1).	3.30	1,848.00
01/31/09	BLABEY, DAVID E	Review Scotts prelim objections to plan in conjunction with formulating responses to Scotts discovery requests (.2); review further revisions to Plan (.2).	0.40	224.00
<b>TOTAL HOURS AND FEES</b>			<b>55.80</b>	<b>\$31,464.00</b>

Kramer Levin Naftalis &amp; Frankel LLP

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W.R. GRACE & CO. EQUITY COMMITTEE  
056772-00015February 27, 2009  
Invoice No. 513671

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**SUMMARY OF DISBURSEMENTS AND OTHER CHARGES**

<u>DESCRIPTION</u>	<u>AMOUNT</u>
PHOTOCOPYING	71.40
WESTLAW ON-LINE RESEARCH	<u>370.60</u>
 <b>TOTAL DISBURSEMENTS AND OTHER CHARGES</b>	 <b><u>\$442.00</u></b>
 <b>TOTAL FOR THIS MATTER</b>	 <b><u>\$31,906.00</u></b>

Kramer Levin Naftalis &amp; Frankel LLP

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W.R. GRACE & CO. EQUITY COMMITTEE  
056772-00019February 27, 2009  
Invoice No. 513671**HEARINGS****DETAIL OF SERVICES**

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
01/07/09	WIERMAN, LAUREN E	Corresponded with court call to schedule D Mannal for hearing.	0.50	137.50
01/14/09	BLABEY, DAVID E	Attendance at Grace hearing.	4.80	2,688.00
01/26/09	BLABEY, DAVID E	Attendance at hearing.	0.90	504.00
<b>TOTAL HOURS AND FEES</b>			<b>6.20</b>	<b>\$3,329.50</b>
<b>TOTAL FOR THIS MATTER</b>			<b><u>\$3,329.50</u></b>	

**TAX ISSUES****DETAIL OF SERVICES**

<b><u>DATE</u></b>	<b><u>TIMEKEEPER</u></b>	<b><u>DESCRIPTION</u></b>	<b><u>HOURS</u></b>	<b><u>AMOUNT</u></b>
01/07/09	HERZOG, BARRY	Rev. trading restriction term sheet (1.2); discs. re: same w/D. Mannal and T. Wechsler (.5).	1.70	1,275.00
01/07/09	RIGEL, BLAKE	Off conf. BH; Review memos re trading restrictions (1); Tele conf. BH, TW, DM (.5).	1.50	975.00
01/07/09	MANNAL, DOUGLAS	Attn to tax/equity trading restriction agreement (.7); tel with TW re same (.5)	1.20	804.00
01/07/09	BLABEY, DAVID E	Call with D. Mannal, B. Herzog and client re proposed amendments to term sheet (.5).	0.50	280.00
01/09/09	HERZOG, BARRY	Call to disc. equity trading restriction term sheet (.5); rev. and mark revised draft of same (.8).	1.30	975.00
01/09/09	RIGEL, BLAKE	Tele conf. BH, TW, DM and WR Grace (.5); Review Kirkland comments re trading restrictions (1.4).	1.90	1,235.00
01/09/09	MANNAL, DOUGLAS	Prep for and attend tax call re restriction on equity transfer post-emergence with B. Herzog and counsel for Debtors; review revised term sheet re same (1.8); email to Ted Weschler re modifications (.2)	2.00	1,340.00
01/09/09	BLABEY, DAVID E	Call with D. Mannal, B. Herzog, and Debtor re revisions to term sheet (.5)	0.50	280.00
01/27/09	KOLEVZON, PETER S.	Review new draft of Sharing Agreement.	0.40	334.00
01/30/09	KOLEVZON, PETER S.	Review changes to Share Purchase Agreement.	0.30	250.50
<b>TOTAL HOURS AND FEES</b>			<b><u>11.30</u></b>	<b><u>\$7,748.50</u></b>

**SUMMARY OF DISBURSEMENTS AND OTHER CHARGES**

<b><u>DESCRIPTION</u></b>	<b><u>AMOUNT</u></b>
CAB FARES	<u>109.82</u>
<b>TOTAL DISBURSEMENTS AND OTHER CHARGES</b>	<b><u>\$109.82</u></b>
<b>TOTAL FOR THIS MATTER</b>	<b><u>\$7,858.32</u></b>